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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
	)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 22-10943 (MEW)
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**CERTIFICATION OF COUNSEL IN SUPPORT  
OF ORDER GRANTING THE DEBTORS' APPLICATION  
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF MARCUM LLP TO PROVIDE AUDITING SERVICES AND  
FOREIGN COMPLIANCE SERVICES EFFECTIVE AS OF THE PETITION DATE**

The undersigned counsel for the above-captioned debtors and debtors-in-possession (the "Debtors") hereby certifies that:

1. On September 14, 2022, the Debtors filed the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Marcum LLP to Provide Auditing Services and Foreign Compliance Services Effective as of the Petition Date* [Docket No. 423] (the "Application").

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

2. Pursuant to the Application, objections to the final relief requested in the Application were due by October 11, 2022, at 4:00 p.m. prevailing Eastern Time. The Debtors received informal comments from the United States Trustee for the Southern District of New York (the “Informal Comments”). As of the date hereof, the Debtors have received no other objections to the Application.

3. On October 13, 2022, the Debtors filed the *Notice of Filing of Revised Proposed Order Granting the Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Marcum LLP to Provide Auditing Services and Foreign Compliance Services Effective as of the Petition Date* [Docket No. 528] (the “Notice of Revised Proposed Order”).

4. Attached to the Notice of Revised Proposed Order as **Exhibit A** is a revised proposed order (the “Proposed Order”) which reflects the agreed changes to the order attached to the Application in resolution of the Informal Comments.

5. A blacklined copy of the Proposed Order is attached to the Notice of Revised Proposed Order as **Exhibit B** showing changes made from the order attached to the Application.

6. Accordingly, the Debtors respectfully request entry of the Proposed Order attached to the Notice of Revised Proposed Order as **Exhibit A** at the Court’s earliest convenience.

*[Remainder of page intentionally left blank.]*

Dated: October 17, 2022  
New York, New York

*/s/ Joshua A. Sussberg*

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